

STATE OF IOWA
DEPARTMENT OF COMMERCE
UTILITIES BOARD

IN RE: QWEST COMMUNICATIONS COMPANY, LLC, d/b/a CENTURYLINK QCC	DOCKET NO. SPU-2014-0002
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ORDER GRANTING REQUEST FOR APPROVAL

(Issued March 13, 2014)

On February 12, 2014, Qwest Communications Company LLC, d/b/a CenturyLink QCC (QCC), filed with the Utilities Board (Board) a request for any and all approvals that may be necessary for an internal corporate restructuring of the applicant's interexchange carrier (IXC) subsidiaries and affiliates.

QCC states that through a series of proposed internal corporate transactions, QCC, which is currently an indirect subsidiary of CenturyLink, Inc., will become a direct, wholly-owned subsidiary of CenturyLink, Inc. QCC states that it currently operates as an IXC in Iowa and has recently sought a certificate of public convenience and necessity from the Board in Docket No. TF-2014-0007 for the purpose of operating as a competitive local exchange carrier in Iowa as well.

QCC identifies four other internal corporate transactions that will be transparent to all customers of CenturyLink, Inc., and its affiliates. Embarq Communications, Inc., d/b/a CenturyLink Communications (ECI), and Qwest LD Corporation (QLD) are indirect subsidiaries of CenturyLink, Inc., and operate as IXCs in Iowa. CenturyTel Long Distance, LLC, d/b/a CenturyLink Long Distance (CTLTD), is

a direct, wholly-owned subsidiary of CenturyLink, Inc. and is an alternative operator services provider in Iowa. CenturyTel Fiber Company II, LLC, d/b/a Lightcore (CTLFC), is also a direct, wholly-owned subsidiary of CenturyLink, Inc. CTLFC is a registered telecommunications service provider in Iowa, but is not currently providing service in the state. Under the proposed internal corporate transactions, ECI and QLD will merge into QCC, liquidating and distributing all of their assets and liabilities to QCC, and the customers of ECI and QLD will be seamlessly transferred to QCC. In addition, CTLD and CTLFC will also merge into QCC, liquidating and distributing all of their assets and liabilities to QCC.

QCC states that the rates, terms, and conditions of services provided by these affiliates will not change as a result of this restructuring. QCC asserts that the reorganization is in the public interest as it will reduce administrative costs and enable CenturyLink, Inc., to manage its CLEC and IXC business operations more efficiently. QCC also states that there will be no change in the Board's oversight of the consolidated entities' operations.

The Board has reviewed QCC's request for approval and based upon the allegations in QCC's request, finds that the proposed intra-corporate reorganization is in the public interest. No objections to the restructuring have been received. The transactions are to be seamless and transparent to customers. There will be no change in the rates and other terms and conditions of the services available to customers. Services will continue to be provided pursuant to the same contracts or tariff provisions currently in place. There will be no change in the Board's oversight of the operations of the consolidated entities.

Because CTLD is an alternative operator services provider, it is subject to all of the requirements of Iowa Code chapter 476, pursuant to § 476.91(2). As such, pursuant to § 476.20(1), CTLD must have the Board's permission before it can discontinue providing service in Iowa and transfer its customers to QCC. Based on the representations and allegations contained in QCC's request, the Board finds that any Iowa customers of CTLD will not be adversely affected by the proposed transaction, and may be benefitted. The Board will give its permission to CTLD to discontinue service in the manner described by QCC.

IT IS THEREFORE ORDERED:

1. The request for approval filed by Qwest Communications Company, LLC, d/b/a CenturyLink QCC, on February 12, 2014, is granted.
2. Pursuant to Iowa Code § 476.20(1), CenturyTel Long Distance, LLC, d/b/a CenturyLink Long Distance, is granted permission to discontinue service in Iowa in the manner described in the request.

UTILITIES BOARD

/s/ Nick Wagner

ATTEST:

/s/ Judi K. Cooper
Executive Secretary, Deputy

/s/ Sheila K. Tipton

Dated at Des Moines, Iowa, this 13th day of March 2014.